

VERTEX PHARMACEUTICALS INC / MA

Form 4

May 16, 2012

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Silva Paul M

(Last) (First) (Middle)

C/O VERTEX  
PHARMACEUTICALS  
INCORPORATED, 130 WAVERLY  
ST

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
VERTEX PHARMACEUTICALS  
INC / MA [VRTX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/09/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
SVP & Corp Controller

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |   |
| Common Stock                    | 05/09/2012                           |  | M                              | 7,500 A \$ 36.27  | 13,625  | D  |   |
| Common Stock                    | 05/09/2012                           |  | M                              | 7,032 A \$ 18.93  | 20,657  | D  |   |
| Common Stock                    | 05/09/2012                           |  | M                              | 5,156 A \$ 33.28  | 25,813  | D  |   |
| Common Stock                    | 05/09/2012                           |  | M                              | 3,515 A \$ 32.16  | 29,328  | D  |   |

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|              |            |   |        |   |                            |        |   |        |
|--------------|------------|---|--------|---|----------------------------|--------|---|--------|
| Common Stock | 05/09/2012 | M | 1,125  | A | \$ 37.86                   | 30,453 | D |        |
| Common Stock | 05/09/2012 | M | 8,437  | A | \$ 39.05                   | 38,890 | D |        |
| Common Stock | 05/09/2012 | M | 4,687  | A | \$ 38.8                    | 43,577 | D |        |
| Common Stock | 05/09/2012 | M | 3,281  | A | \$ 33.82                   | 46,858 | D |        |
| Common Stock | 05/09/2012 | M | 12,187 | A | \$ 33.55                   | 59,045 | D |        |
| Common Stock | 05/09/2012 | M | 3,375  | A | \$ 51.75                   | 62,420 | D |        |
| Common Stock | 05/09/2012 | S | 55,295 | D | \$ 60.85<br><u>(1) (2)</u> | 7,125  | D |        |
| Common Stock | 05/09/2012 | S | 1,000  | D | \$ 61.08<br><u>(2) (3)</u> | 6,125  | D |        |
| Common Stock |            |   |        |   |                            | 1,380  | I | 401(k) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Stock Option                               | \$ 36.27   | 05/09/2012                           |  | M                              | 7,500   | 11/13/2007   | 08/12/2017  | Common Stock               | 7,500                      |
| Stock Option                               | \$ 18.93   | 05/09/2012                           |  | M                              | 7,032   | 05/07/2008   | 02/06/2018  | Common Stock               | 7,032                      |

|              |          |            |   |        |            |            |              |        |
|--------------|----------|------------|---|--------|------------|------------|--------------|--------|
| Stock Option | \$ 33.28 | 05/09/2012 | M | 5,156  | 10/16/2009 | 07/15/2019 | Common Stock | 5,156  |
| Stock Option | \$ 32.16 | 05/09/2012 | M | 3,515  | 10/24/2008 | 07/23/2018 | Common Stock | 3,515  |
| Stock Option | \$ 37.86 | 05/09/2012 | M | 1,125  | 05/02/2012 | 02/01/2022 | Common Stock | 1,125  |
| Stock Option | \$ 39.05 | 05/09/2012 | M | 8,437  | 05/04/2010 | 02/03/2020 | Common Stock | 8,437  |
| Stock Option | \$ 38.8  | 05/09/2012 | M | 4,687  | 05/03/2011 | 02/02/2021 | Common Stock | 4,687  |
| Stock Option | \$ 33.82 | 05/09/2012 | M | 3,281  | 10/14/2010 | 07/13/2020 | Common Stock | 3,281  |
| Stock Option | \$ 33.55 | 05/09/2012 | M | 12,187 | 05/05/2009 | 02/04/2019 | Common Stock | 12,187 |
| Stock Option | \$ 51.75 | 05/09/2012 | M | 3,375  | 10/13/2011 | 07/12/2021 | Common Stock | 3,375  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| Silva Paul M<br>C/O VERTEX PHARMACEUTICALS INCORPORATED<br>130 WAVERLY ST<br>CAMBRIDGE, MA 02139 |               |           | SVP & Corp Controller |       |

## Signatures

David T. Howton,  
Attorney-In-Fact

05/16/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Open market sales reported on this line occurred at a weighted average price of \$60.85 (range \$60.85 to \$60.95).
- (2) Mr. Silva undertakes to provide (upon request by the SEC staff, the issuer or a security holder of the issuer) full information regarding the number of shares sold at each separate price.
- (3) Open market sales reported on this line occurred at a weighted average price of \$61.08 (range \$61.02 to \$61.09).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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